

ILLINOIS RURAL ELECTRIC COOPERATIVE
APPLICATION FOR A CERTIFICATE OF LOCAL AND INTEREXCHANGE
AUTHORITY THROUGHOUT THE STATE OF ILLINOIS

List of Exhibits

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ILLINOIS RURAL ELECTRIC COOPERATIVE
APPLICATION FOR A CERTIFICATE OF LOCAL AND INTEREXCHANGE
AUTHORITY THROUGHOUT THE STATE OF ILLINOIS

Exhibit A

Articles of Incorporation

Certificate Number 2400



Call to whom these Presents Shall Come, Greeting:

Whereas, a **CERTIFICATE**, duly signed and sealed by the Secretary of the State of Illinois, in the Office of the Secretary of State, on the **6th** day of **July**, **1910**, for the organization of the

ILLINOIS LAUNDRY EXCHANGE CO.

under and in accordance with the provisions of an Act concerning corporations, approved April 16, 1892, and amended June 1, 1897, and all laws amendatory thereof, and of the Constitution of the State of Illinois.

Now Therefore, **EDWARD J. HUGHES**, Secretary of State of the State of Illinois, by the power and authority vested in me by law, do hereby certify that the said

ILLINOIS LAUNDRY EXCHANGE CO.

is a duly organized corporation under the laws of this State.

In Testimony Whereof, I, the said Secretary of State, have hereunto set my hand and the Great Seal of the State of Illinois, at the City of Springfield, this **6th** day of **July**, **1910**, and of the Independence of the United States the one hundred and **60th**.

(S.M.)

Edward J. Hughes
Secretary of State

STATE OF ILLINOIS }
DIST. COURT }

To EDWARD J. HUGHES, Secretary of State

Re, the undersigned, J. Gordon Spivey, Harry H. Smith,
Chas. Fante, Hunter Smith, J. W. Smith, W. F. Hovhannissian, S. R.
Grigory, S. H. Galloway, and S. H. Hove,

Citizens of the United States and of the State of Illinois, propose
to form a corporation under an Act of the General Assembly of the
State of Illinois entitled, "An Act concerning Corporations"
approved April 18, 1972, and all Acts amendatory thereof; and
the purpose of such organization, we hereby state as follows, to-
wit:

1. The name of such corporation is ILLINOIS RURAL
ELECTRIC CO.

2. The object for which it is formed is:

(a) To generate, manufacture, purchase, acquire and
accumulate electric energy and to transmit, distribute, furnish,
sell and dispose of such electric energy, and to construct, erect,
purchase, lease and in any manner acquire, own, hold, maintain,
operate, sell, dispose of, lease, exchange and mortgage plants,
buildings, works, machinery, equipment and supplies and electric
transmission and distribution lines or systems necessary, con-
venient or useful for carrying out and accomplishing any of the
foregoing purposes;

(b) To acquire, own, hold, exercise, and, to the extent
permitted by law, to mortgage, pledge, hypothecate and in any
manner dispose of franchises, rights, privileges, licenses and
easements necessary, useful or convenient for carrying out and
accomplishing any of the purposes of the Corporation;

(c) To purchase, lease and in any manner acquire, own,
hold, maintain, sell, lease, exchange, mortgage, pledge and in
any manner dispose of any and all real and personal property
which may be necessary, useful or convenient to carry out and
accomplish any of the purposes of the Corporation;

(d) To admit its members to use their premises and in-
stall therein electrical and plumbing appliances, fixtures,
machinery, supplies, tools and equipment of any and all kinds

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and character and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer and or otherwise dispose of notes and other evidences of indebtedness and all security therefor.

(e) To borrow money, to make and issue bonds, notes, bills of exchange, debentures and other evidences of indebtedness, secured or unsecured, for monies borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, bills of exchange, debentures, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or franchises of the Corporation, whenever situated, acquired or to be acquired;

(f) To make available electric generating, manufacturing and transmission facilities to other corporations organized and existing under an Act of the General Assembly of Illinois entitled, "An Act concerning Corporations," approved April 18, 1872, and all other Acts amendatory thereof, by sale, lease, contract or otherwise and to enter into contracts with any such other corporations for joint use of any plants, facilities or systems of this Corporation or such other corporations;

(g) To make advances and the extension of credit to or for account of members and take any form of obligation or security therefor, to acquire, hold, transfer or pledge any note or other obligation, and to make any contract, endorsement or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note or security;

(h) To do all such things as may be useful, necessary or convenient for the accomplishment of the purposes in this Article expressed, or any of them, and to have and exercise all powers of a corporation not for pecuniary profit organized under an Act of the General Assembly of the State of Illinois, entitled, "An Act concerning Corporations," approved April 18, 1872, as amended.

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(1) The operation of this corporation shall not be for pecuniary profit, and no member or organizer thereof shall receive any profit from the organization or the operation of this corporation.

(2) The management of this corporation shall be vested in a board of nine directors, all of whom must be members.

(3) The following persons are hereby elected as the directors to control and manage said corporation for the first year of its corporate existence, viz:

NAME	ADDRESS
J. O'Brien Sears	Maple, Illinois
Harry H. Reed	Elmwood, Illinois
Chas. E. Fance	Hull, Illinois
Hunter Funk	Riceston, Illinois
J. W. Smith	Pittsfield, Illinois, R.F.D. #3
W. F. Starchman	Griggsville, Illinois
S. R. Grigsby	Rockport, Illinois
S. H. Galloway	Pleasant Hill, Illinois
W. R. Howe	Jacksonville, Ill., R.F.D. #1

(4) The place where the business office of this corporation will be located is the Great Market Street, Madison City, Scott County, Illinois.

Signed J. O'Brien Sears
Harry H. Reed
Chas. E. Fance
Hunter Funk
J. W. Smith
W. F. Starchman
S. R. Grigsby
S. H. Galloway
W. R. Howe

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STATE OF ILLINOIS }
Juniata County } 85

I, Henry D. Spaulding, Notary Public in and for
the County and State aforesaid, do hereby certify that on this
31st day of May, A. D. 1885, personally appeared before me
John J. Galloway, John J. Galloway, John J. Galloway,
John J. Galloway, John J. Galloway, John J. Galloway,
and John J. Galloway, all of the County and State aforesaid,

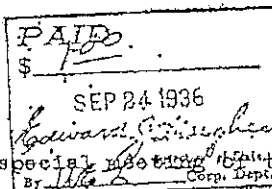
to be personally known to be the same persons who executed the
 foregoing certificate, and severally acknowledged that they had
 executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
 day and year above written.



Henry D. Spaulding
Notary Public

STATE OF ILLINOIS, }
County of Scott. } SS



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I hereby certify that at a special meeting of the members of the ILLINOIS RURAL ELECTRIC CO. held on September 10, A. D. 1936, at 9:00 o'clock P. M., pursuant to the rules of said corporation, the following resolution was adopted, in accordance with the By-Laws of said corporation:

RESOLVED, by the members of Illinois Rural Electric Co. that Section 2 of the Certificate of Incorporation be, and the same hereby is, amended to read as follows:

2. The object or objects for which said corporation is formed are:

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(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to construct, erect, purchase, lease and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, works, machinery, equipment and supplies and electric transmission and distribution lines, or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes.

(b) To acquire, own, hold, exercise and, to the extent permitted by law, to mortgage, pledge, hypothecate and in any manner dispose of permits, rights, privileges, licenses and easements necessary, useful or convenient for carrying out and accomplishing any of the purposes of said corporation.

(c) To purchase, lease, and in any manner acquire, own, hold, maintain, sell, lease, exchange, mortgage, pledge and in any manner dispose of any and all real and personal property which may be necessary, useful or convenient to carry out and accomplish any of the purposes of said corporation.

(d) To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character, and in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus, and equipment of any and all kinds and character and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor.

(e) To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for

any of the other objects or purposes of said corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of said corporation, wheresoever situated, acquired or to be acquired.

(f) To make advances and the extension of credit to or for account of members and take any form of obligation or security therefor, to acquire, hold, transfer or pledge any note or other obligation, and to make any contract, endorsement or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note or security.

(g) To do all such things as may be useful, necessary or convenient for the accomplishment of the purposes in this section 2 expressed or any of them, provided, however, that said corporation shall not be operated for pecuniary profit to said corporation or to its members. Said corporation shall render no service to or for the public.

W. H. Harshman
Secretary

STATE OF ILLINOIS, }
County of Morgan } SS

I, T. R. HOWE, being duly sworn, declare on oath that I am President of the corporation mentioned in the foregoing certificate; and that the statements therein are true in substance and in fact.

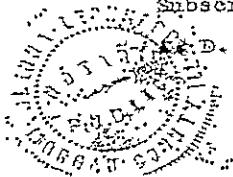
In witness whereof, I have hereunto set my hand and caused the seal of said Corporation to be affixed, this 23rd day of September, A. D. 1936.

(Signature to be placed here)

T. R. Howe
President

Subscribed and sworn to before me this 23rd day of September, A. D. 1936.

Glenna Leonard
Notary Public.



FORM NFP 110.30 (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

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SEP 10 2014
JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 24671089 Filing Fee: \$25 Approved: [Signature]
----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): Illinois Rural Electric Cooperative

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on June 14, 2014 in the man-
ner indicated below (check one only):
Month, Day & Year

- ☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)
- ☒ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)
- ☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)

3. Text of Amendment:

(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:

New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

By striking paragraphs 1-3 in their entirety and replacing them with the text attached hereto as Exhibit A.

See attached Exhibit A.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated July 7, 2014, Illinois Rural Electric Cooperative
Month & Day Year Exact Name of Corporation

Robert A. Brown
Any Authorized Officer's Signature

Robert A. Brown, President
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____, _____
Month & Day Year

_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
 - a. by vote at a director's meeting (either annual or special), or
 - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
 - a. the board of directors adopt a resolution setting forth the proposed amendment, and
 - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

EXHIBIT A

1. The object or purpose for which the not-for-profit corporation is formed is:
 - a. To generate, manufacture, purchase, acquire, and accumulate electric energy, and to transmit, distribute, furnish, sell, and dispose of such electric energy, and to promote the use of electricity to its members through the financing, acquisition, lease, purchase, or sale of any assets that would promote the use of electric energy through the cooperative, whether it be by means of financing or the selling of other goods and services that use electricity by the members of the cooperative, and to construct, erect, purchase, lease, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange or mortgage plants, buildings, works, machinery, equipment, and supplies in electric transmission and distribution lines and internet or other electronic media that encourages the use of electricity or systems necessary, convenient, or useful for the carrying out and accomplishing of any of the foregoing purposes;
 - b. To acquire, own, hold, exercise, and to the extent permitted by law, to mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, and easements necessary, useable, or convenient for the carrying out or accomplishing any of the purposes of the corporation set forth herein, including but not limited to the generation, manufacture, purchase, acquisition, and accumulation of electric energy or the transmission, distribution, furnishing, selling or disposing of electric energy, or other electronic media through the internet or otherwise;
 - c. To purchase, lease, and in any manner acquire, hold, maintain, sell, lease, exchange, mortgage, pledge, and in any manner dispose of any or all real and personal property which may be necessary, useful or convenient to carry out and accomplish any of the purposes of this corporation or any of the purposes authorized by the Illinois Not-For-Profit Corporation Act;
 - d. To assist its members to wire their premises and install therein electrical, telecommunication transmission equipment and plumbing appliances, fixtures, machinery supplies, apparatus and equipment of any and all kinds and character, and in connection therewith and for such purposes to purchase, acquire, lease, sell, finance the purchase of by members, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus, telecommunications equipment, and equipment of any and all kinds in character, and to receive, acquire, endorse, pledge, guaranty, hypothecate, transfer and or otherwise make or dispose of notes, and other evidences of indebtedness and all security therein which may be used to finance members' purchase of other goods that will promote the use of electricity from the Cooperative;
 - e. To borrow money, to make and issue bonds, notes, bills of exchange, debentures, and other evidences of indebtedness, secured or unsecured, for monies borrowed or in payment for property acquired by the Cooperative or its members, or for any of the other objects or purposes of the cooperative;
 - f. To secure the payment of such bonds, bills of exchange debentures, notes, or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon any or all of the property, rights, privileges or franchises of the corporation whatsoever situated, acquired, or to be acquired;

EXHIBIT A

- g. To make available electric generating, manufacturing, and transmission facilities to other corporations or entities organized on a not-for-profit basis, by sale, lease, contract or otherwise, and to enter into contracts with any such other corporations for joint use of any plants, facilities, or systems of this corporation or such other corporation;
 - h. To make advances and the extension of credit to or for account of members and take any form of obligation or security thereof, to acquire, hold, transfer, or pledge any note or other obligation, and to make any contract endorsement, or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note, or security to be used in furtherance of any of the purposes or objects of this corporation as set forth herein;
 - i. To do all such things as may be useful, necessary, or convenient for the accomplishment of the purposes in this Article expressed or any of them, and to have and exercise all powers of a corporation for the purposes as set forth in the Illinois Not-For-Profit Corporation Act of the State of Illinois.
2. The operation of this corporation shall not be for pecuniary profit, and no member or organization thereof shall receive any profit from the organization or the operation of this corporation.
 3. The management of this corporation shall be vested in a Board of eleven (11) Directors, all of whom must be members.

WITNESS, the hands and seals of the parties hereto this day as first written above.

Illinois Rural Electric Cooperative